

## Form 6B | Amendment to Certificate of Palau Limited Partnership

01/2025

**General Statement.** Limited Partnerships are governed by Chapter 20, Sections 2021-2048 of Title 12 of the Palau National Code. Section 2044 requires the Certificate of a limited partnership be amended when certain circumstances change. Submit this Amendment to: Financial Institutions Commission, Surangel & Sons Building, 2<sup>nd</sup> Floor, Ernguul Road, Ikelau, Koror, Palau. There is no fee for this filing if filed in a timely manner.

**Instructions for this form.** You must use this form to amend your limited partnership certificate. All information must be provided in English and should be typed or printed in legible BLOCK LETTERS. If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information.

**Notarization.** This form must be acknowledged by each partner before a notary public or other officer in the manner provided by law for acknowledgment of deeds.

### 1. Identification of general partnership

**Name of partnership**

**Registration number**

### 2. Admission of new partner(s)

**Has there been a change in general partners?**

Yes  No

If Yes, complete this item 2.

**Date of admission**

#### A. New general partner that is a natural person

**Full name (required in English)**

**Citizenship**

**Other citizenships, if applicable**

**Gender**

Male  Female

**Residential address for new general partner**

Street address line 1

Street address line 2

Hamlet

State

Postcode

Email address

Is the residential address the same as the mailing address? Yes  No

If No, provide the mailing address for this new partner

PO Box /Street address line 1

Street address line 2

Hamlet

State

Postcode

**B. New limited partner that is a natural person**

Full name (required in English)

Citizenship

Other citizenships, if applicable

Gender

Male  Female

Residential address for new general partner

Street address line 1

Street address line 2

Hamlet

State

Postcode

Email address

Is the residential address the same as the mailing address? Yes  No

If No, provide the mailing address for this partner

PO Box /Street address line 1

Street address line 2

Hamlet

State

Postcode

**Further instructions**

- If additional partners have been admitted, attach a separate sheet containing the information set out in the prescribed format, including whether this person is a general or limited partner, and submit together with this Amendment.
- If a partner has been admitted that is a registered entity, supply its name, registration number and whether a general or limited partner on a separate sheet of paper and submit together with this Amendment.
- If a partner has been admitted that is an unregistered entity, supply its name, type of entity, and the details for the person(s) responsible for the entity, and whether a general or limited partner on a separate sheet of paper and submit together with this Amendment.

**3. Withdrawal or death of partner(s)**

Complete this section if a person has withdrawn as a partner or deceased.

**Full name (required in English)**

**Date of withdrawal**

**Is this partner withdrawing as a general partner, a limited partner, or both?**

General  Limited  Both

*If additional partners have withdrawn, attach a separate sheet containing the information set out above.*

**4. Addresses for the limited partnership**

**Has there been a change in address for the limited partnership?**

Yes  No

If Yes, complete this item 2.

**New principal place of business of limited partnership in Palau**

Street address line 1

Street address line 2

Hamlet

State

Postcode

**Mailing address for the limited partnership**

PO Box / Street Address line 1

Street address line 2

Hamlet

State

Postcode

Telephone number for limited partnership

## 5. Additional changes to certificate

Has there been any other changes to the certificate of limited partnership?

Yes  No

If Yes, supply the new, amended information below.

### A. Term of limited partnership

Explain how long the partnership is to exist. If the limited partnership is to dissolve on a certain date, provide the date.

### B. Cash and other property

Indicate the amount of cash and a description of the agreed value of other property contributed by each limited partner.

### C. Additional contributions by limited partners

Indicate the additional contributions, if any, agreed to be made by each limited partner and the times of events on the happening of which they are to be made.

**D. Return of contribution of limited partners**

Indicate the time, if agreed upon, when the contributions of each limited partner is to be returned.

**E. Share of profits of limited partners**

State the share of the profits or the other compensation by way of income which each limited partner is to receive by reason of their contributions.

**F. Substitution of limited partners**

State the right, if given, of a limited partner to substitute an assignee as contributor in his place, and the terms and conditions of the substitution.

**G. Admission of new limited partners**

State the right, if given, of the partners to admit additional limited partners.

**H. Priority over other limited partners**

Set forth below the right, if given, of one or more of the limited partners to priority over other limited partners, as to contributions or as to compensation by way of income and the nature of the priority.

**I. Continuation limited partnership after loss of general partner**

State the right, if given, of the remaining general partner or partners to continue the business on the death, retirement, or insanity of a general partner.

**J. Right of a limited partner to demand property**

State the right, if given, of a limited partner to demand and receive property other than cash in return for his contribution.

**K. Foreign Partner as General Partner**

If a new general partner has been admitted that is a non-citizen or foreign registered entity, then approval from the Foreign Investment Board is required. Please include their FIAC number in the space below and attach a copy of the certificate to this Amendment.

**6. Signed by all partners**

All persons signing this Amendment hereby certify that the information in this form is true and correct. They further certify that none of the partners is a minor or an incompetent person. If there are additional partners attach a separate sheet containing their signatures in the same format as set out below.

Any new partner(s) named on this Amendment must also sign this Amendment. If a partner has withdrawn and cannot be located, or if a partner has deceased, indicate that on a separate page attached to this Amendment

**ACKNOWLEDGEMENT**

The following persons, being duly sworn upon oath, state that they are the persons named as partners on this Amendment (or are acting for any entity named as a partner on this Amendment), that they have read the information provided on this Amendment, and that the information which has been provided is true and correct to the best of their knowledge.

**A. General Partners**General partners that are natural persons

Name:

Signature: \_\_\_\_\_

Date:

General partners that are registered entities

Name of entity:

Name of Person signing

Signature: \_\_\_\_\_

Date:

Designation:  Director or  Other title \_\_\_\_\_

General partners that are unregistered entities

Name of entity:

Name of Person signing

Signature: \_\_\_\_\_

Date:

Designation:  Trustee or  Other title \_\_\_\_\_

**B. Limited Partners**

Limited partners that are natural persons

Name:

Signature: \_\_\_\_\_

Date:

Limited partners that are registered entities

Name of entity:

Name of Person signing

Signature: \_\_\_\_\_

Date:

Designation:  Director or  Other title \_\_\_\_\_

Limited partners that are unregistered entities

Name of entity:

Name of Person signing

Signature: \_\_\_\_\_

Date:

Designation:  Trustee or  Other title \_\_\_\_\_

**SUBSCRIBED AND SWORN TO before me this \_\_\_ day of \_\_\_\_\_, 202\_.**

\_\_\_\_\_  
**Clerk of Courts and/or  
Notary Public  
Republic of Palau**